

Noble Corporation plc announces submission of request for removal from trading and official listing on Nasdaq Copenhagen

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SUGAR LAND, Nov. 14, 2024 - [Noble Corporation plc](#) ("Noble", the "Company") (NYSE: NE, CSE: NOBLE) announces Noble has submitted a request for the voluntary removal of its shares (in the form of share entitlements) (the "Danish Shares") from trading and official listing on Nasdaq Copenhagen A/S ("Nasdaq Copenhagen") (the "Delisting") pursuant to Rule 22(ii) Supplement A of the Nordic Main Market Rulebook for Issuers of Shares. If Nasdaq Copenhagen accepts the request for delisting, Noble expects the Delisting to occur by mid-December 2024.

The request for the Delisting will not affect Noble's listing on the New York Stock Exchange and Noble will remain traded on the New York Stock Exchange as Noble's primary listing exchange.

Background for applying for the Delisting

As described in Noble's company announcement of July 18, 2024, following a comprehensive review, Noble believes the trading volume of its Danish Shares on Nasdaq Copenhagen no longer justifies the expense and administrative requirements associated with maintaining this dual listing. Noble's primary listing on the New York Stock Exchange provides its shareholders with sufficient liquidity, as the New York Stock Exchange accounts for approximately 99% of its trading volume. The substantial costs in exchange fees, legal fees, and managerial time and effort to maintain a dual listing can be redirected to initiatives intended to generate shareholder value.

Consequently, the board of directors of Noble has resolved to request Nasdaq Copenhagen for a Delisting of Noble.

Possible courses of action for holders of Noble's Danish Shares

Provided that Noble's request for Delisting is accommodated, holders of Danish Shares may:

- Dispose of their Danish Shares on Nasdaq Copenhagen before the Delisting is effective; or
- Convert their Danish Shares to an equivalent number of Noble shares tradeable on the New York Stock Exchange (the "NYSE Shares").

Alternatively, holders of Danish Shares may do nothing but will hold an illiquid asset following the Delisting.

Disposal of Danish Shares before the Delisting is effective

Following receipt of the expected approval of Noble's Delisting, the Danish Shares will remain tradeable on Nasdaq Copenhagen for a period of approximately 4 weeks. As such, it will be possible to dispose of the Danish Shares on Nasdaq Copenhagen during the trading period.

Conversion of Danish Shares to Noble NYSE Shares

If holders of Danish Shares want to continue to own publicly tradeable Noble shares after the Delisting, the shareholder must convert its Danish Shares into Noble NYSE Shares either before or after the Delisting.

To convert Danish Shares to Noble NYSE Shares, the holder of Danish Shares must instruct its financial intermediary (broker) to contact Euronext Securities Copenhagen (Noble's Danish transfer agent). The procedure for converting Danish Shares to Noble NYSE Shares is available on the Euronext website.

into Noble NYSE Shares may take several trading days.

To receive Noble NYSE Shares, the shareholder must be able to take delivery of shares issued through The Depository Company ("DTC"). This requires access to a U.S. securities account.

Furthermore, holders of Danish Shares should contact their financial intermediary (bank or broker) about handling fees, conversion of Danish Shares into Noble NYSE Shares and costs associated with holding shares in DTC and trading on the New York Stock Exchange. Any such costs may be borne by the individual shareholder. Noble currently pays 'safe keeping' fees to holders who hold Danish Shares and will continue to do so only until the anticipated Delisting, at which time any holder of Danish Shares who have not converted their Danish Shares into Noble NYSE Shares or disposed of their Danish Shares shall be responsible for these fees on their unlisted Danish Shares.

Holders of Danish Shares should contact their financial intermediary (bank or broker) to assist with any conversion and answer any questions on process or fees.

Retaining Danish Shares as unlisted securities

Following the Delisting, any Danish Shares not sold or converted will cease to be admitted to trading and official listing on Nasdaq Copenhagen (or any stock exchange). As such, shareholders holding Danish Shares will have an illiquid asset and will need to convert their Danish Shares into Noble NYSE Shares (see above) if and when they wish to sell their shares. A shareholder holding Danish Shares will continue to be able to convert their Danish Shares into Noble NYSE Shares after the Delisting, subject to certain fees.

Certain financial intermediaries (banks or brokers) may have policies regarding shares that are delisted and may require conversion from Danish Shares into Noble NYSE Shares. Please contact your financial intermediary, bank, broker or financial adviser for assistance.

Changes for shareholders holding Danish Shares

Shareholder rights

The ordinary shareholder rights associated with holding Danish Shares will remain unchanged following the Delisting. Consequently, if shareholders holding Danish Shares choose to retain their Danish Shares after the Delisting is effective, they will retain the same shareholder rights as prior to the Delisting, i.e., the right to vote at general meetings and receive dividends. The Danish Shares will continue to be registered in Euronext Securities Copenhagen.

In addition, the shareholder rights, including entitlements to dividends and voting rights, associated with holding Noble NYSE Shares are the same as those associated with the holding Danish Shares. However, whereas the Danish Shares are eligible to receive dividends in DKK and while still admitted to trading and official listing on Nasdaq Copenhagen are traded in DKK, Noble NYSE Shares are traded in USD and are eligible to receive dividends in USD.

Disclosure requirements

Shareholders holding Danish Shares should be advised that subsequent to the Delisting becoming effective, the shares will not be subject to the disclosure requirements applicable for companies with shares admitted to trading and official listing on Nasdaq Copenhagen. However, Noble will through its the primary listing of its shares on the New York Stock Exchange be subject to the extensive disclosure requirements under U.S. securities laws and the rules and regulations of the New York Stock Exchange.

Tax consequences

The shareholders holding Danish Shares are treated as owning listed shares for Danish tax purposes.

The Delisting should not have any adverse Danish tax impact on Danish tax residents who choose to convert their Danish Shares into Noble NYSE Shares.

and thus after the Delisting will hold Noble NYSE Shares.

The shareholders holding Danish Shares who choose to dispose of their Danish Shares will be taxed as a sale of listed

The above assessments should apply to all Danish shareholders holding Danish Shares, regardless of whether they are individuals or corporate entities. Non-Danish shareholders are generally not taxable on a sale of Danish listed shares.

The shareholders holding Danish Shares that do not sell or convert their Danish Shares, and thus retain their Danish Shares after the Delisting, are expected to continue to own listed shares for Danish tax purposes. A binding ruling has been sought from the Danish tax authorities regarding this expectation, but at the time of this announcement, no final ruling has yet been issued by the Danish tax authorities. If the Danish Shares are deemed to be unlisted for Danish tax purposes after the Delisting, the Delisting itself may trigger tax consequences for certain Danish tax resident individuals.

Noble does not provide tax or legal advice and the above information is informational only. Please note that as each holder's Danish Shares' circumstances may differ, Noble encourages each holder of Danish Shares to consult with their own tax and legal financial adviser.

About Noble Corporation

Noble is a leading offshore drilling contractor for the oil and gas industry. The Company owns and operates one of the most modern, versatile, and technically advanced fleets in the offshore drilling industry. Noble and its predecessors have been active in the contract drilling of oil and gas wells since 1921. Noble performs, through its subsidiaries, contract drilling services using a fleet of offshore drilling units focused largely on ultra-deepwater and high specification jackup drilling opportunities in both established and emerging regions worldwide. For further information visit www.noblecorp.com or email investors@noblecorp.com.

IMPORTANT INFORMATION

This announcement is for information purposes only and does not constitute or contain any invitation, solicitation, recommendation, offer or advice to any person to subscribe for or otherwise acquire or dispose of any securities of Noble.

Certain statements in this announcement, including any attachments hereto, may constitute forward-looking statements. Forward-looking statements are statements (other than statements of historical fact) relating to future events and Noble's performance, its subsidiaries (collectively, the "Noble Group"). The words "targets", "believes", "continues", "expects", "aims", "intends", "seeks", "will", "may", "might", "anticipates", "would", "could", "should", "estimates", "projects", "potentially" or similar expressions, and the negatives thereof, identify certain of these forward-looking statements. The absence of these words, however, does not mean that the statements are not forward-looking. Other forward-looking statements can be identified in the context in which the statements are made.

Although Noble believes that the expectations reflected in these forward-looking statements are reasonable as of the date of this announcement, such forward-looking statements are based on Noble's current expectations, estimates, forecasts, assumptions and projections about the particular events in question.

Any forward-looking statements included in this announcement, including any attachment hereto, speak only as of today's date. Noble does not intend, and does not assume, any obligations to update any forward-looking statements contained herein, except as may be required by law or the rules of the New York Stock Exchange or Nasdaq Copenhagen. All subsequent written and oral forward-looking statements attributable to Noble or to persons acting on its behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained in this announcement, including any attachment hereto.

Contact

Contact Noble Corporation, Ian Macpherson, Vice President of Investor Relations, T: +1 713-239-6019, M:

imacpherson@noblecorp.com

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